

# WILMER, CUTLER & PICKERING

1666 K STREET, N.W.

WASHINGTON, D. C. 20006

CABLE ADDRESS: WICRING WASH., D. C.

INTERNATIONAL TELEX: 440-239

TELEX: 89-2402

TELEPHONE 202 872-8000

EUROPEAN OFFICE

5 CHEAPSIDE

LONDON, EC2V 6AA, ENGLAND

TELEPHONE 01-236-2401

TELEX: 851 883242

CABLE ADDRESS: WICRING LONDON

January 24, 1979

RECORDATION NO. 9718-125

JAN 24 1979 - 1 20 PM

INTERSTATE COMMERCE COMMISSION

LLOYD N. CUTLER  
JOHN H. PICKERING  
HUGH R. H. SMITH  
J. ROGER WOLLENBERG  
CHARLES C. GLOVER, III  
MARSHALL HORNBLLOWER  
HENRY T. RATHBUN  
REUBEN CLARK  
SAMUEL J. LANAHAN  
A. A. SOMMER, JR.  
WILLIAM R. PERLIK  
SAMUEL A. STERN  
ARNOLD M. LERMAN  
ROBERT P. STRANAHAN, JR.  
MAX O. TRUITT, JR.  
JOEL ROSENBLUM  
HOWARD P. WILLENS  
ANDREW T. A. MACDONALD  
ROBERT A. HAMMOND, III  
ARTHUR Z. GARDINER, JR.  
DANIEL K. MAYERS  
TIMOTHY B. DYK  
DAVID R. ANDERSON  
J. RODERICK HELLER, III

ARTHUR F. MATHEWS  
JAMES S. CAMPBELL  
DENNIS M. FLANNERY  
JAMES ROBERTSON  
RAYMOND C. CLEVINGER, III  
LOUIS R. COHEN  
MICHAEL R. KLEIN  
STEPHEN A. WEISWASSER  
TIMOTHY N. BLACK  
SALLY KATZEN  
F. DAVID LAKE, JR.  
PAUL J. MODE, JR.  
STEPHEN F. BLACK  
C. BOYDEN GRAY  
RONALD J. GREENE  
JAY F. LAPIN  
GARY D. WILSON  
C. LORING JETTON, JR.  
WILLIAM T. LAKE  
MICHAEL L. BURACK  
MICHAEL S. HELFER  
NEIL J. KING  
ROBERT S. McCRAW  
A. DOUGLAS MELAMED

DAVID M. BECKER  
HELEN I. BENDIX  
BARBARA E. BERGMAN  
ALAN H. BLANKENHEIMER  
SUSAN LOW BLOCH  
STEWART A. BLOCK  
ALAN N. BRAVERMAN  
LYNN BREGMAN  
DANIEL L. BRENNER  
RICHARD G. BURT  
RICHARD W. CASS  
JOHN F. COONEY  
MICHELE B. CORASH  
MARY CAROLYN COX  
MARIE N. DOLAND  
PATRICIA D. DOUGLASS  
STEPHEN P. DOYLE  
JAMES R. FARRAND  
NANCY C. GARRISON  
MARK L. GERCHICK  
CORNELIUS J. GOLDEN, JR.  
EDWARD T. HAND  
ALLEN H. HARRISON, JR.  
JOHN H. HARWOOD II  
A. STEPHEN HUT, JR.  
DAVID R. JOHNSON  
JAMES T. KILBRETH, III  
PAUL S. KOFFSKY

WILLIAM J. KOLASKY, JR.  
CANDACE S. KOVACIC  
VICKI E. LAND  
DONALD C. LANGEVOORT  
GERALD J. LAPORTE  
HENRY D. LEVINE  
CHRISTOPHER R. LIPSETT  
ROBERT A. MAJOR, JR.  
BRUCE MAXIMOV  
MAURY J. MECHANICK  
LOWELL B. MILLER  
WILLIAM J. PERLSTEIN  
PHILLIP L. RADOFF  
WILLIAM R. RICHARDSON, JR.  
RENE TOWNSEND ROBINSON  
JOHN ROUNSAVILLE, JR.  
MICHAEL S. SCHOOLER  
GAIL F. SCHULZ  
KAREN KOSER SCHWARTZ  
ELIZABETH A. SNYDER  
ARTHUR B. SPITZER  
ALAN B. STERNSTEIN  
ARTHUR M. WEISBURD  
CAROL DRESCHER WEISMAN  
ALEXANDER F. WILES  
ANN O. WILLIAMS  
ROBERT G. WILSON  
ROGER M. WITTEN

EZEKIEL G. STODDARD  
WILLIAM C. GIFFORD  
COUNSEL

Dear Mr. Homme:

On behalf of North American Car Corporation, I submit for filing and recording under 49 U.S.C. § 11303(a) the enclosed executed counterparts of a Supplemental Trust Agreement. The Equipment Trust Agreement to which this document relates was recorded at the Interstate Commerce Commission under Recordation No. 9718, and the enclosed document should be recorded thereunder.

The parties to this transaction are:

North American Car Corporation, Company  
222 S. Riverside Plaza  
Chicago, Illinois 60606

Crocker National Bank, as Trustee  
P.O. Box 54410  
Los Angeles, California 90054

No. 9718-125  
Date JAN 24 1979  
Fee \$10.00

ICC Washington, D. C.

The said Supplement deletes certain equipment from Attachment B of the above-mentioned Equipment Trust Agreement.

The equipment deleted is as follows:

Serial Numbers

Description

77106-77115  
93902-93905  
465200-465299

23,700 gallon tank cars  
100 ton, 3,000 cu.ft. hopper cars  
100 ton, 4,650 cu.ft. hopper cars

Enclosed is a check for \$10.00 in payment of the recording fee.

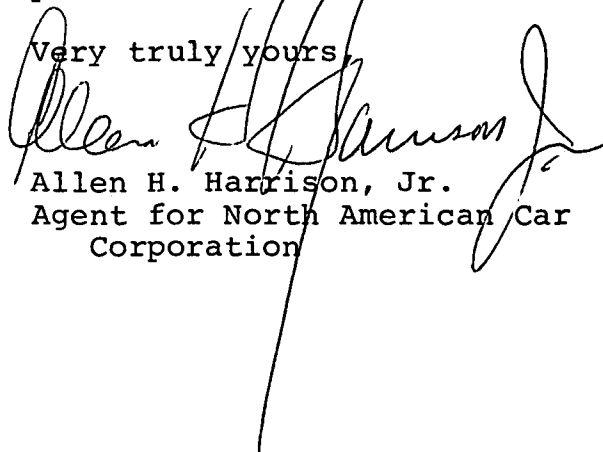
JAN 24 1 15 PM '79

FEE OPERATION BR.

*Handwritten signature: C. Quinlan*

Once the filing has been made, please return to the bearer the stamped counterparts not required for filing purposes, together with the fee receipt and the letter from the Interstate Commerce Commission acknowledging the filing, and extra copies of this letter of transmittal.

Very truly yours,

A handwritten signature in dark ink, appearing to read "Allen H. Harrison, Jr.", is written over the typed name and title. The signature is fluid and cursive, with a long, sweeping underline that extends below the text.

Allen H. Harrison, Jr.  
Agent for North American Car  
Corporation

Mr. H. Gordon Homme, Jr.  
Secretary  
Interstate Commerce Commission  
Washington, D.C. 20423

Encs.

BY HAND

**Interstate Commerce Commission**

**Washington, D.C. 20423**

**1/24/79**

**OFFICE OF THE SECRETARY**

**Allen Harrison, Jr.  
Wilmer, Cutler & Pickering  
1666 K. Street, N.W.  
Washington, D.C. 20006**

Dear **Sir:**

The enclosed document(s) was recorded pursuant to the  
provisions of Section 20(c) of the Interstate Commerce Act,

49 U.S.C. 20(c), on

at

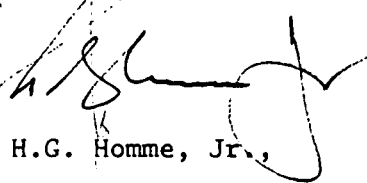
**1/24/79**

**1:20pm**

and assigned recordation number(s)

**9718-4A**

Sincerely Yours,

  
H.G. Homme, Jr.,  
Secretary

Enclosure(s)

SE-30-T  
(2/78)

*Rec 9718. All #s recorded later*  
SUPPLEMENTAL TRUST AGREEMENT

Dated as of January 22, 1979

RECORDATION NO. *9718-0* Filed 1425

JAN 24 1979 - 1 20 PM

INTERSTATE COMMERCE COMMISSION

Attachment B to the Equipment Trust Agreement dated as of September 25, 1978 ("Agreement"), by and between North American Car Corporation ("Company") and Crocker National Bank, as Trustee ("Trustee") is hereby amended to delete from such Attachment B the cars described in Exhibit 1 attached hereto.

IN WITNESS WHEREOF, the Company and the Trustee have caused their names to be signed hereto by their respective officers thereunto duly authorized and their respective corporate seals, duly attested, to be hereunto affixed as of the day and year first written.

(CORPORATE SEAL)

NORTH AMERICAN CAR CORPORATION

By

*John A. Harrison*  
Vice President

Attest:

*James M. Gillespie*  
James M. Gillespie

CROCKER NATIONAL BANK.

Trustee

(CORPORATE SEAL)

By

*[Signature]*  
Vice President

Attest:

*[Signature]*  
Trust Officer

STATE OF ILLINOIS )  
COUNTY OF COOK ) as

On this 22<sup>nd</sup> day of January 1979 before me personally appeared John A. Harrison to me personally known, who being by me duly sworn, says that he is V.P. of NORTH AMERICAN CAR CORPORATION, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation and that said instrument was on January 22, 1979, signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

*Debra A. LaRue*  
Notary Public

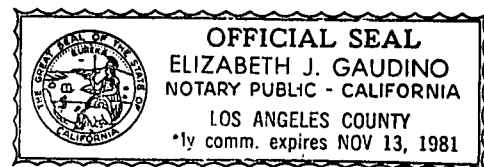
My Commission Expires 4-3-82

STATE OF CALIFORNIA )  
COUNTY OF LOS ANGELES ) SS.

On this 23<sup>rd</sup> day of JANUARY 1979 before me personally appeared N. E. SJOHIN to me personally known, who being by me duly sworn, says that he is a VICE PRESIDENT of CROCKER NATIONAL BANK, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation and that said instrument was on signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of such corporation.

Notary Public

My Commission Expires 11-13-1981



611 W. 6th St., Ste. 1300, Los Angeles, CA 90017

Exhibit 1.

NORTH AMERICAN CAR CORPORATION

EQUIPMENT TRUST - SECOND 1978 SERIES

DESCRIPTION OF EQUIPMENT

<u>Quantity</u>	<u>Serial Numbers</u>	<u>A.A.R. Mechanical Designation Code</u>		<u>Description</u>
10	77106-77115	T-105		Class 111A100W3, 100 Ton, 23,700 gallon capacity tank cars
4	93902-93905	L-651		Class L0, 100 ton, 3,000 cu. ft. hopper cars
100	465200-465299	L-153		Class L0, 100 ton, 4,650 cu. ft. hopper cars
<hr/>				
114				
<hr/>				